



**RESOLUTIONS OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
Company SIMTEL TEAM S.A.
From 07.08.2025**

Shareholders of **SIMTEL TEAM S.A.**, registered with the Trade Register attached to the Bucharest Tribunal under no. J2010000564406, EUID ROONRC. J2010000564406, unique registration code 26414626, with registered office in Bucharest, Spl. Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, with a subscribed and paid-up share capital of RON 1,583,730 (hereinafter referred to as "**the Company**"), met on August 7, 2025 at 11:00 a.m. in the Extraordinary General Meeting of Shareholders ("**the Meeting**" or "**EGMS**") at the Company's headquarters in Bucharest, Splaiul Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, with the fulfillment of the formalities required by law for convening such an Assembly, according to Article 117 of Law no. 31/1990 on companies and Article 9.1 et seq. of the Company's Articles of Association.

At the beginning of the Meeting, 178 shareholders were present, holding 5,445,503 shares in the Company, representing 68.76807% of the entire share capital of the Company ("**Shareholders**").

As a result of the debates, the Shareholders adopted by majority vote the following resolutions:

DECISION no. 1

The shareholders approve the amendment of the Multiannual Incentive Plan for the Company's key employees for the period 2024 - 2025 ("the Plan" / "Stock Option Plan"), which provides for the granting of options to receive free of charge shares issued by the Company, representing no more than 2% of the total number of shares of the Company, approved by the resolution of the Extraordinary General Meeting of Shareholders dated 29.02.2024, for clarifying the benchmark used to assess the fulfillment of the general condition regarding the increase in annual turnover, in the sense that, for the granting of options, the consolidated annual turnover at the level of the Simtel Team S.A. group is taken into account, as evidenced by the audited consolidated financial statements.

Decision no. 1 was adopted with 5,357,517 votes "for", representing **98.38424%** of the voting rights for this point and 67.65695% of the Company's share capital.

DECISION NO. 2

The shareholders approve the increase of the Company's share capital by **RON 44,616.2**, from **RON 1,583,730** to **RON 1,628,346.2**, through the issuance of **223,081** new shares with a nominal value of



RON 0.2 per share, following the incorporation of **RON 44,616.2** lei from the issuance premiums resulting from the share capital increase operation that took place in 2022 (approved by the Decision of the Sole Administrator dated October 24th, 2022), for the benefit of all shareholders registered in the Register of Shareholders kept by the Central Depository on the registration date established by the EGMS.

The distribution of the free shares will be made according to the ratio between **223,081** (newly issued shares within the share capital increase) and **7,918,650** (the number of shares prior to the share capital increase), for every 1 share held on the registration date Shareholders can receive **0.0281715949056973** free shares.

The purpose of the capital increase is to issue available shares so that the Company can fulfill its obligations under the Company's free share allocation plan ("SOP Plan"), approved by the resolution of the Extraordinary General Meeting of Shareholders on 29.02.2024, the shareholders having the possibility:

- (i) or to receive the free shares that are due to them, according to the allocation index mentioned above,
- (ii) or to receive a nominal value for each of these due shares, in the case of the latter option, the shares to be loaded by the Central Depository into the Company's treasury account.

In this regard, the Company's Shareholders registered on the registration date will have a period of 10 calendar days, as mentioned in the Procedure for expressing options, which is part of the EGMS support materials, to express one of the following options:

- (i) to receive the free shares due to them, according to the allocation index of 0.0281715949056973 free shares for each share held on the registration date;
- (ii) to receive the nominal value due, for the total number of free shares to which they would be entitled, according to the allocation index of 0.0281715949056973 free shares for each share held on the registration date.

If the number of shares to which a shareholder would be entitled following the increase in the share capital is not a natural number, the number of shares that will actually be allocated to that shareholder will be rounded down to the next lower natural number.

The Company will compensate the Shareholders for the fractions thus resulting through the Central Depository. The amount to be offset is obtained by multiplying the fraction by 4 decimal places by the compensation price and then rounding the result of the multiplication to two decimal places. The compensation price will be equal to the higher of: the market value established according to the legal provisions in force and the nominal value.



Decision no. 2 was adopted with 5,422,205 votes "for", representing **99.57216%** of the voting rights for this point and 68.47386% of the Company's share capital.

DECISION NO. 3

The shareholders approve the shareholders' opting procedure through which the share capital increase operation with free shares will be implemented, in the form in which this document was presented to the shareholders as EGMS support material.

Decision no. 3 was adopted with 5,418,915 votes "for", representing **99.51174%** of the voting rights for this point and 68.43231% of the Company's share capital.

DECISION NO. 4

The shareholders approve the empowerment of the Board of Directors, with the possibility of subdelegation to the General Manager of the Company, to adopt any decision and to perform any acts or facts that would be necessary, useful or advisable for the implementation of the share capital increase with free shares, as described in item 2 of the EGMS agenda, including, but not limited to, the following:

- (i) Establishing the manner of implementation of the share capital increase with free shares, including setting the **date of payment** for free shares, the compensation price for fractions of shares and the date of payment for the resulting fractions of shares;
- (ii) Ensuring the listing on the Regulated Market operated by the Bucharest Stock Exchange of the shares issued following the share capital increase and **amending the Articles of Association in order to reflect the new share capital of the Company**;
- (iii) Approving and signing any documents related to the share capital increase, including any certificates, statements, registers, notifications and any other acts and documents that are necessary in order to fulfill any formalities and authorizing and/or executing any other actions that are necessary in order to give full effect to the share capital increase.

Decision no. 4 was adopted with 5,411,747 votes "for", representing **99.38011%** of the voting rights for this point and 68.34179% of the Company's share capital.

DECISION NO. 5

The shareholders approve the obtaining of all relevant approvals and authorizations and, respectively, the ratification of the transaction regarding the acquisition by the Company of a number of 20 shares representing 100% of the share capital of SMTL SOLAR BUGHEA S.R.L., a Romanian company headquartered in Bucharest, Splaiul Independenței no. 319, block OB 410, sector 6, registered with the Trade Register under no. J2021013410402, CUI 44693545 from Mr. BAZARCIUC SERGIU-EUGEN, as sole shareholder and seller. SMTL SOLAR BUGHEA S.R.L. owns a photovoltaic power plant with an installed capacity of 70.01 MW. The total purchase price is RON 32,207,190 and will be paid by the Company as follows:

- **The value of the loans** granted by the sole shareholder in the amount of RON 3,858,914 on the date of signing the sale-purchase contract regarding the shares (*the Company thus taking over the receivable at its nominal value*), and
- **The difference** in the purchase price resulting from the decrease in the loans granted by the sole shareholder in the amount of RON 3,858,914, in two installments:
 - **First instalment: 20%** of the price, within a maximum of 8 months after the signing of the contract, but no later than 28 February 2026; and
 - **Second installment: 80%** of the price, within a maximum of 2 years from the signing of the contract, but no later than December 30, 2026 or within 15 working days from the collection of the price in case of resale to a third party, as the case may be.

Decision no. 5 was adopted with 3,689,857 votes "for", representing **67.51892%** of the voting rights for this point and 46.59705% of the Company's share capital.

DECISION NO. 6

The shareholders approve the modification of the limit up to which the Company may contract, individually or jointly with or through other companies wholly or partially owned, loans (credit lines, factoring, reverse factoring, working capital, leasing, issuance of bank guarantee letters without collateral cash, issuance of letters of credit, etc.), from the maximum value of RON 250,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 24.04.2025, to a maximum value of 350,000,000 LEI.

Decision no. 6 was adopted with 5,386,225 votes "for", representing **98.55298%** of the voting rights for this item and 68.01949% of the Company's share capital.

DECISION NO. 7

The shareholders approve the guarantee by the Company of the financial obligations resulting from the contracting of the loans according to Decision no. 6 above, directly or indirectly, through one or more of the entities wholly or partially owned by the Company, by establishing movable and/or immovable mortgages on the Company's assets or of the entities wholly or partially owned by the Company (real estate, fixed assets, receivables, insurance policies, etc.), as they will be requested by / agreed with the creditor entities in order to grant the loans, including but not limited to the following types of guarantees in favor of creditors:

- a. Guaranteeing with a real estate mortgage and prohibitions of alienation, encumbrance, dismantling, renting, demolition, construction, arrangement, restructuring and attachment, as well as the lender's privilege over the immovable property for which the Company holds a property right or a real right over them;
- b. Securing with a movable mortgage for the existing assets determined having as object financed equipment purchased for the Photovoltaic Parks developed by the Company;
- c. Guarantee with a movable mortgage on the receipts and balance of the current account and sub-accounts opened with the respective financing bank;
- d. Guaranteeing with a movable mortgage on the universality of receivables from execution contracts and the balance of the account(s), opened with the respective financing bank or, as the case may be, with the respective financing banks;
- e. Guaranteeing with the movable mortgage on the monetary receivables/insurance policies resulting from the PPA Electricity Sale and Purchase Contracts concluded, on the existing and future receivables that could result from the EPC contracts for the Photovoltaic Parks developed by the Company.

Decision no. 7 was adopted with 5,381,772 votes "for", representing **98.47150%** of the voting rights for this item and 67.96325% of the Company's share capital.

HOT AIR NO. 8

The shareholders approve the delegation and authorization of the Board of Directors to be able to decide with full powers the negotiation and contracting of the loans within the debt limit provided above, as well as the negotiation and assumption of the related guarantees exemplified above, as well as the conclusion of any additional acts of reduction, increase, completion, early repayment, refinancing, assignment or other modifications of the respective loans and guarantees, within the provided indebtedness limits. The Board of Directors has the possibility of sub-delegation for the signing of financing contracts and/or guarantee contracts and/or for the signing of any documents in connection with Decisions no. 6 and no. 7 above.



Decision no. 8 was adopted with 5,390,070 votes "for", representing **98.62333%** of the voting rights for this item and 68.06804% of the Company's share capital.

DECISION NO. 9

The shareholders approve the date of 03.09.2025 as the registration date for the identification of the shareholders on whom the effects of the resolutions adopted by the EGMS will be affected, the date of 02.09.2025 as ex-date and the date of 01.09.2025 as the date of the guaranteed participation, in accordance with the provisions of art. 2 paragraph (2) letter j) of Regulation 5/2018.

Decision no. 9 was adopted with 5,405,865 votes "for", representing **98.91234%** of the voting rights for this item and 68.26751% of the Company's share capital.

DECISION NO. 10

The shareholders approve the power of attorney of Mr. Mihai Radu TUDOR, as General Manager of the Company, with the possibility of subdelegation, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the EGMS resolution and the updated Articles of Association of the Company, to submit, to request the publication of the decision in the Official Gazette of Romania, part IV, to collect any documents, to fulfill any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal or natural persons, as well as to execute any operations, in order to fulfill and ensure the enforceability of the decisions that have been adopted by the EGMS.

Decision no. 10 was adopted with 5,443,921 votes "for", representing **99.60866%** of the voting rights for this item and 68.74809% of the Company's share capital.

These Decisions were drafted and signed today, 07.08.2025, in electronic format, with a qualified electronic signature.

SIMTEL TEAM S.A.

Through the Deputy General Manager,
Mrs. Ana NEDEA